



Ordinary and Extraordinary Shareholders' Meeting – May 6, 2026

Summary report of the votes

as of art. 125-*quater*, par. 2, Legislative Decree no. 58, of February 24, 1998

(ordinary part)

Item 1 on the agenda: Eni S.p.A. financial statements at December 31, 2025. Related resolutions. Presentation of consolidated financial statements at December 31, 2025. Reports of the Directors, the Board of Statutory Auditors and the Audit Firm.

Resolution: Shareholders' Meeting resolved to approve the statutory financial statements at December 31, 2025 of Eni S.p.A, which report a net profit amounting to €4,429,299,314.78.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	2,031,115,015	67.078169	99.640269
Against	5,657,969	0.186856	0.277563
Abstentions	1,674,967	0.055316	0.082169
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 2 of the agenda: Allocation of net profit.

Resolution: Shareholders' Meeting resolved to allocate the net profit for the period of €4,429,299,314.78 to the available reserve.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	2,010,271,962	66.389821	98.617772
Against	27,458,100	0.906812	1.347010
Abstentions	717,889	0.023708	0.035217
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 3 of the agenda: Determination of the number of members of the Board of Directors.

Resolution: Shareholders' Meeting set the number of Directors to be appointed by the Shareholders' Meeting at nine.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	2,037,827,763	67.299860	99.969575
Against	42,883	0.001416	0.002104
Abstentions	577,305	0.019066	0.028321
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 4 of the agenda: Determination of the Directors' term of office.

Resolution: Shareholders' Meeting set the term of the office of the Directors to be appointed to three financial years, this term expiring on the date of the Shareholders' Meeting called to approve Eni's financial statements for the year ended on December 31, 2028.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	2,032,381,809	67.120005	99.702414
Against	5,488,403	0.181256	0.269244
Abstentions	577,739	0.019080	0.028342
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 5 of the agenda: Appointment of the Directors.

Resolution: Shareholders' Meeting appointed as Directors:

- Giuseppina Di Foggia ^{(1)*};
- Claudio Descalzi ⁽¹⁾;
- Stefano Cappiello ^{(1)*};
- Carolyn Adele Dittmeier ^{(2)*};
- Benedetta Fiorini ^{(1)*};
- Emma Marcegaglia ^{(3)*};
- Matteo Petrella ^{(1)*};
- Cristina Sgubin ^{(1)*};
- Raphael Louis L. Vermeir ^{(2)*}.

(1) Drawn from the slate of candidates submitted by the shareholder Ministry of Economy and Finance, owning, directly, the 2.166% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

(2) Drawn from the slate of candidates submitted by a group of shareholders composed of asset management companies and other institutional investors, owning, jointly, approximately the 0.92% of the Eni S.p.A. share capital.

(3) Drawn from the slate of candidates submitted by Romano Minozzi and his subsidiaries, owning, jointly, approximately the 3.27% of the Eni S.p.A. share capital.

* Candidate who declared to hold the independence requirements provided by the law (Article 148 of the Consolidated Law on Financial Intermediation), as well as by the Corporate Governance Code.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
Votes in favour to the slate filed by the Ministry of Economy and Finance (Slate 1)	1,047,313,740	34.587844	51.377998
Votes in favour to the slate filed by a group of shareholders composed of asset management companies and other institutional investors (Slate 2)	671,294,567	22.169700	32.931651
Votes in favour to the slate filed by Romano Minozzi and his subsidiaries (Slate 3)	314,146,447	10.374779	15.411061
Against all the slates	2,841,614	0.093845	0.139401
Abstentions	2,851,583	0.094174	0.139890
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	0		

Item 6 of the agenda: Appointment of the Chairman of the Board of Directors.

Resolution: Shareholders' Meeting appointed Giuseppina Di Foggia as Chairman of the Board of Directors.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	2,022,863,087	66.805647	99.235454
Against	4,355,125	0.143829	0.213649
Abstentions	11,229,739	0.370865	0.550897
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 7 of the agenda: Determination of the remuneration of the Chairman of the Board of Directors and the Directors.

Resolution: Shareholders' Meeting set the annual remuneration of the Chairman of the Board of Directors and of the other Directors at 90,000 euro and 80,000 euro pre-tax, respectively, in addition to the reimbursement of expenses for carrying out the assignment.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	2,027,105,795	66.945764	99.443589
Against	7,826,265	0.258465	0.383933
Abstentions	3,515,891	0.116113	0.172479
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 8 of the agenda: Appointment of the Statutory Auditors.

Resolution: Shareholders' Meeting appointed Statutory Auditors setting the term of office to three financial years, expiring on the date of the Shareholders' Meeting convened to approve Eni's financial statements for the year ended on December 31, 2028. The Statutory Auditors are:

- Francesco Fallacara, Standing Auditor ^{(2)*};
- Marcella Caradonna, Standing Auditor ^{(1)*};
- Andrea Parolini, Standing Auditor ^{(1)*};
- Maria Francesca Talamonti, Standing Auditor ^{(2)*};
- Mauro Zanin, Standing Auditor ^{(1)*};
- Giulia De Martino, Alternate Auditor ^{(1)*};
- Nadia Fontana, Alternate Auditor ^{(2)*}.

⁽¹⁾ Drawn from the slate of candidates submitted by the shareholder Ministry of Economy and Finance, owning, directly, the 2.166% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

⁽²⁾ Drawn from the slate of candidates submitted by a group of shareholders composed of asset management companies and other Institutional Investors, owning, jointly, approximately the 0.92% of the Eni S.p.A. share capital.

* Candidate who declared to hold the independence requirements provided by the law (Article 148 of the Consolidated Law on Financial Intermediation) as well as by the Corporate Governance Code.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
Votes in favour to the slate filed by the Ministry of Economy and Finance (Slate 1)	1,843,476,934	60.881367	90.435320
Votes in favour to the slate filed by a group of shareholders composed of asset management companies and other Institutional Investors (Slate 2)	182,904,129	6.040463	8.972715
Against all the slates	3,905,165	0.128969	0.191575
Abstentions	8,161,723	0.269543	0.400389
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	0		

Item 9 of the agenda: Appointment of the Chairman of the Board of Statutory Auditors.

Resolution: Shareholders' Meeting appointed as Chairman of the Board of Statutory Auditors Francesco Fallacara, Standing Auditor drawn from the minority list.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	1,034,938,273	34.179140	100.000000
In favour	940,928,452	31.074438	90.916384
Against	403,733	0.013333	0.039010
Abstentions	93,606,088	3.091369	9.044606
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	1,003,509,678		

Item 10 of the agenda: Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of Standing Statutory Auditors.

Resolution: Shareholders' Meeting set the annual remuneration of the Chairman of the Board of Statutory Auditors and of the effective Statutory Auditors at 85,000 euro and 75,000 euro pre-tax, respectively, in addition to the reimbursement of expenses for carrying out the assignment.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	2,033,733,232	67.164637	99.768710
Against	151,341	0.004998	0.007424
Abstentions	4,563,378	0.150707	0.223865
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 11 of the agenda: Approval of the 2026-2028 Long-Term Incentive Plan and disposal of Eni treasury shares to serve the plan.

Resolution: Shareholders' Meeting, pursuant to and for the purposes of Article 114-bis of the Consolidated Law on Financial Intermediation and of Article 2357-ter of the Italian Civil Code, resolved:

- the approval of the 2026-2028 Long-Term Incentive Plan for the management, granting the Board of Directors the powers needed to execute the resolution;
- the authorisation granted to the Board of Directors to dispose of up to 15.4 million treasury shares to serve the implementation of the Plan, authorising for this purpose the disposal of the shares already held in the portfolio and free from restrictions.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	1,627,152,773	53.737198	79.823121
Against	398,979,788	13.176425	19.572724
Abstentions	12,315,390	0.406719	0.604155
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 12 of the agenda: Report on remuneration policy and remuneration paid: Section I - 2026 remuneration policy.

Resolution: Shareholders' Meeting approved the first section of the Remuneration Report, which explains the 2026 Policy for the remuneration of the Directors, the General Managers, the other managers with strategic responsibilities and, without prejudice to the provisions of Art. 2402 of the Italian Civil Code, of the Statutory Auditors and the procedures used for the adoption and implementation of this policy.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	1,624,601,590	53.652944	79.697968
Against	401,692,890	13.266026	19.705820
Abstentions	12,153,471	0.401372	0.596212
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 13 of the agenda: Report on remuneration policy and remuneration paid: Section II - remuneration paid in 2025.

Resolution: Shareholders' Meeting resolved in favour of the second section of the Remuneration Report, which explains the remuneration paid in 2025 to the Directors, Statutory Auditors, General Managers and, in aggregate form, to other managers with strategic responsibilities.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	1,653,517,404	54.607897	81.116489
Against	383,154,533	12.653791	18.796385
Abstentions	1,776,014	0.058653	0.087126
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 14 of the agenda: Authorisation for the purchase and disposal of treasury shares; related and consequent resolutions.

Resolution: Shareholders' Meeting resolved:

- the authorisation granted to the Board of Directors – pursuant to and for the purposes of Article 2357 of the Italian Civil Code – to proceed with the purchase of treasury shares of the Company, in multiple tranches, for a period up to the end of April 2027, up to a maximum of no. 303,000,000 ordinary shares for a total outlay of up to € 4 billion, of which:
 - up to a maximum of no. 297,900,000 shares for the purpose of remunerating Shareholders;
 - up to a maximum of no. 5,100,000 shares allocated to serve the LTI Plan;
- the purchases shall be made in compliance with with all applicable laws and regulations and market practices, at a price which in any case shall not be more than 10% lower or greater than the official price registered by the Eni S.p.A.'s stock in the trading session of the Euronext Milan on the day before each individual transaction;
- the Shareholders' Meeting conferred on the Board of Directors – with the authority to delegate to the Chief Executive Officer and for the latter to sub-delegate – the powers necessary to execute the relevant resolutions;
- the authorisation granted to the Board of Directors – pursuant to and for the purposes of Art. 2357 of the Italian Civil Code – to proceed with the disposal, at one or more times, of all or part of the treasury shares acquired to serve the LTI Plan, and with the disposal in excess of those actually used for the LTI Plan, for the purposes of any further incentive plans approved by the Shareholders' Meeting and/or for other purposes permitted by law, in accordance with the procedures, terms and conditions deemed appropriate in the Company's interests.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	2,028,678,791	66.997712	99.520755
Against	9,272,462	0.306226	0.454879
Abstentions	496,698	0.016404	0.024366
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 15 of the agenda: Use of available reserves for and in place of the 2026 dividend.

Resolution: Shareholders' Meeting resolved in accordance with the Shareholders' Remuneration Policy, approved by the Board of Directors of Eni S.p.A. on 18 March 2026:

- to approve the distribution for and in place of the payment of the dividend relating to financial year 2026 of a sum of € 1.1 per share in the months of September 2026 (€0.27 per share), November 2026 (€0.27 per share), March 2027 (€0.28 per share) and May 2027 (€0.28 per share), using the available reserves, making use, if necessary or appropriate and in the interest of the Shareholders, of the amount of the revaluation reserve ex Lege 342/2000;
- to delegate the Board of Directors to implement the above resolutions, verifying from time to time the existence of the legal conditions for the purposes of distributing the reserve.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	2,005,740,690	66.240175	98.395482
Against	26,098,081	0.861897	1.280292
Abstentions	6,609,180	0.218270	0.324226
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 16 of the agenda: Use of available reserves for the distribution of an extraordinary dividend.

Resolution: Shareholders' Meeting resolved to approve the possible distribution of an extraordinary dividend, as set out in the Report of the Board of Directors, authorising, for the purposes of its payment, the use of available reserves, also using, when necessary or appropriate in the interests of the Shareholders, the amounts in the revaluation reserve pursuant to Law 342/2000, delegating to the Board of Directors the power to implement this, subject to verification that the relevant legal conditions are met, as well as those provided for this purpose by the Shareholders Remuneration Policy.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	2,005,767,558	66.241062	98.396800
Against	26,077,667	0.861223	1.279290
Abstentions	6,602,726	0.218057	0.323909
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

(extraordinary part)

Item 17 of the agenda: Reduction and use of the reserve pursuant to Law no. 342/2000 for and in place of the 2026 dividend.

Resolution: Shareholders' Meeting resolved, in relation to the aforementioned resolutions on the ordinary and extraordinary dividend:

- to approve the reduction - with the methods and terms set out in Art. 2445 of the Italian Civil Code - of the "Revaluation reserve pursuant to law 342/2000" in the amount of € 2,839,616,320.98;
- to delegate the Board of Directors to implement the above resolutions, verifying from time to time the existence of the legal conditions for the purpose of distributing the reserve.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	2,005,748,466	66.240432	98.395864
Against	26,080,597	0.861319	1.279434
Abstentions	6,618,888	0.218591	0.324702
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 18 of the agenda: Cancellation of the treasury shares to be purchased under the terms of the authorisation pursuant to item 14 on the agenda of the ordinary part, without reduction of the share capital, and consequent amendments to Article 5 of the By-laws; related and consequent resolutions.

Resolution: Shareholders' Meeting resolved to authorise the Board of Directors to cancel up to a maximum of no. 297,900,000 treasury shares with no nominal value, which will be purchased on the basis of the authorisation of the Shareholders' Meeting in ordinary session for the purpose of remunerating Shareholders, and to approve the consequent amendment of Art. 5 of the By-laws, granting the Board of Directors – with the authority to delegate to the Chief Executive Officer and for the latter to sub-delegate – all powers necessary to execute the resolution.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,038,447,951	67.320342	100.000000
In favour	2,027,201,016	66.948908	99.448260
Against	10,747,701	0.354946	0.527249
Abstentions	499,234	0.016487	0.024491
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		